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## PRE-QUOTATION DISCLOSURE

### NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

The following information is required to be provided to ASX Limited for release to the market in connection with the official quotation and conditional and deferred settlement trading of the fully paid ordinary shares (**Shares**) in Mantra Group Limited (**MTR** or the **Company**).

Capitalised terms which have not been otherwise defined in this document have the meaning given to them in the prospectus lodged by MTR with the Australian Securities and Investments Commission on 30 May 2014 (**Prospectus**).

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## 1 Basis of allocation and procedures for determining allocations

The initial public offering of New Shares by MTR (the **Offer**) closed on 17 June 2014.

Successful Applicants under the Offer will pay the Offer Price of \$1.80 per Share, as set out in the Prospectus. The size of the Offer is approximately \$239.1 million.

The allocation for each component of the Offer was as follows:

- **Broker Firm Offer:** For Broker Firm Offer participants, the relevant Broker will decide as to how they allocate the Shares which they have been allocated amongst their retail clients. Applicants under the Broker Firm Offer may confirm their allocations by phoning their Broker.
- **Priority Offer:** Valid Applications under the Priority Offer were accepted in full.
- **Property Owner Offer:** Valid Applications under the Property Owners Offer were accepted in full.

The Joint Lead Managers have advised successful Applicants in the Institutional Offer of their allocations.

Applicants can confirm their allocation of Shares or make general enquiries regarding the Offer by contacting the Mantra Group IPO Information Line on 1800 606 866 (toll free within Australia) or +61 1800 606 866 (outside Australia) from 9.00am to 5.30pm (AEST) Monday to Friday (Business Days only).

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## 2 Conditions for the Conditional Market

The conditions for the conditional market as outlined in the Prospectus and the date by which each of these conditions must be satisfied as required by ASX Operating Rules – Procedure 3330.1(a)(iii) are:



Condition	Time for satisfaction
ASX agreeing to quote the Shares	20 June 2014
The settlement of the Offer under the Underwriting Agreement	24 June 2014
The issue and allotment of Shares to successful applicants under the Offer	25 June 2014

### 3 ASX Trading

It is the responsibility of each Applicant to confirm their holding before trading in Shares. Applicants who sell Shares before they receive an initial statement of holding do so at their own risk.

It is expected that the Shares will commence trading on the ASX on Friday 20 June 2014 at 12.00pm (Sydney time), initially on a conditional and deferred settlement basis, under the ASX code of "MTR".

Conditional trading will continue until the Company has advised the ASX of satisfaction of the conditions described in Section 2 above, which is expected to be before the market opens on 25 June 2014. Trading will then be on an unconditional but deferred settlement basis until the Company has advised the ASX that holding statements have been dispatched to Shareholders, which is expected to be on 26 June 2014. Normal settlement trading (that is, trading on a T+3 settlement basis) is expected to commence on 27 June 2014.

If Settlement has not occurred within 14 days (or such longer period as the ASX allows) after the day Shares are first quoted on the ASX, the Offer and all contracts arising on acceptance of Applications will be cancelled and of no further effect and all Application Monies will be refunded (without interest). In these circumstances, all purchases and sales made through ASX participating organisations during the conditional trading period will be cancelled and of no effect.

### 4 The number of shares issued under the Offer

The number of Shares allocated under each part of the Retail Offer and the Institutional Offer is:

Broker Firm Offer	11,111,111
Priority Offer	226,246
Property Owner Offer	175,842
Institutional Offer	121,332,712
<b>Total Shares issued under the Offer</b>	<b>132,845,911</b>

### 5 Intended dispatch date

The intended date for issuing Shares to Applicants under the Offer is Wednesday, 25 June 2014.



The intended date for the completion of dispatch of CHES allotment notices and issuer sponsored holding statements and any refund of money is Thursday, 26 June 2014.

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## 6 Escrow

Please refer to **Attachment 1** for details of the number of Shares subject to voluntary escrow and the escrow period applied to those Shares.

## ATTACHMENT 1 – ESCROWED SECURITIES

The following is a breakdown of the number of Shares subject to voluntary escrow and the escrow period applied to those Shares. For details of the terms of the voluntary escrow arrangements, please refer to Section 7.7 of the Prospectus.

Parties whose securities are subject to voluntary escrow	Number of securities subject to voluntary escrow	Escrow period
EV Hospitality NV	64,800,000 Shares	The period commencing on the date of Listing and continuing until the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.  Notwithstanding any condition to the contrary in each of the parties' relevant escrow deeds, the Holder may Dispose (in one or more transactions) of up to 25% of the Voluntary Escrow Shares at least 10 Business Days after both of the following conditions have been satisfied:
UBS Australia Holdings Pty Ltd	43,200,000 Shares	(a) the half year results of the Company for the period ending 31 December 2014 have been released to ASX; and  (b) the Company VWAP on each trading day comprising the Company VWAP Period is at least 20% higher than the Offer Price.
Bob East	2,315,638 Shares <sup>1</sup>	The period commencing on the date of Listing and continuing until the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.
Gladstone Investments Limited (Andrew Cummins)	1,466,570 Shares <sup>1</sup>	The period commencing on the date of Listing and continuing until the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.

<sup>1</sup> Shares to be issued on Completion.

<b>Parties whose securities are subject to voluntary escrow</b>	<b>Number of securities subject to voluntary escrow</b>	<b>Escrow period</b>
Elizabeth Gaines	1,157,819 Shares <sup>1</sup>	The period commencing on the date of Listing and continuing until the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.
Pomkaru Pty Ltd (David Gibson)	93,559 Shares <sup>1</sup>	The period commencing on the date of Listing and continuing until the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.
Other Senior Managers	3,591,732 Shares <sup>1</sup>	The period commencing on the date of Listing and continuing until the date on which the Company's full year results for the period ending 30 June 2015 are released to ASX.

This notice does not constitute an offer of securities in the United States or to any person to whom it would not be lawful outside Australia or New Zealand. The securities referred to herein have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended, or under the securities laws of any state or other jurisdiction of the United States, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This notice must not be distributed or released in the United States, or in any jurisdiction outside of Australia or New Zealand where distribution may be restricted by law.

<sup>1</sup> Shares to be issued on Completion.